

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
Residential Capital, LLC, et al., : Case No. 12-12020 (MG)
:
Debtors. : Jointly Administered
:
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**ORDER GRANTING APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS PURSUANT TO 11 U.S.C. § 107(b) AND RULE 9018 OF
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE TO FILE THE MOTION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF
AN ORDER AUTHORIZING THE COMMITTEE TO PROSECUTE AND SETTLE
CERTAIN CLAIMS ON BEHALF OF THE DEBTORS' ESTATES UNDER SEAL**

Upon the application (the “**Application**”),¹ dated April 11, 2013, of the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), for an order pursuant to section 107(b) of the Bankruptcy Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing the Committee to file its Motion under seal, as more fully described in the Application; and upon the Notice of Filing of Partially Unredacted Motion Authorizing the Committee to Prosecute and Settle Certain Claims on Behalf of the Debtors’ Estates (the “**Notice**”), dated April 30, 2013; and the Court having jurisdiction to consider the Application and Notice and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Committee having provided notice of the Application and Notice to the Notice Parties and no

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

further notice is necessary; and the legal and factual bases set forth in the Application and Notice establish just cause to grant the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is granted as provided herein.
2. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, the Committee is authorized to file the Motion and any accompanying exhibits under seal.
3. The full contents of the Motion shall not be disclosed to any parties in these cases other than: (a) the Bankruptcy Court; (b) counsel to the Debtors; (c) counsel to AFI; (d) the Examiner and his counsel; (e) the United States Trustee, and (f) those parties who have executed stipulations adopting the Uniform Protective Order and been granted access to the Examiner's Document Depository, provided that the Motion may require some redactions to be consistent with the terms of the Uniform Protective Order; or as further directed by the Court after notice and hearing.
4. The rights of the Committee to challenge a confidential and/or professional eyes only designation for any document filed under seal pursuant to this Order are hereby preserved.
5. Any parties receiving a sealed copy of the Motion shall treat it as Confidential as defined by the Uniform Protective Order, as applicable, so long as the Motion, or any portion thereof, remains under seal by Order of this Court.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 6, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge